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November 18, 2004

VIA COURIER

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW., Room TW-A325
Washington, DC 20554

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Federal Communications Commission
Office of Secretary

Re: Amendment to Petition for Declaratory Ruling Under Section 310 of the
Communications Act of 1934, As Amended, IB Docket No. 04-366 (Intelsat-Zeus)

IB File No. ISP-PDR-20040907-00008

Dear Ms. Dortch:

Intelsat, Ltd. ("Intelsat") together with Zeus Holdings Limited ("Zeus") (jointly, the
"Applicants") hereby file this letter pursuant to Section 1.65 of the Federal Communications
Commission's ("FCC" or "Commission") rules¹ to amend their pending *Petition for Declaratory
Ruling Under Section 310 of the Communications Act of 1934, As Amended* to include Intelsat
MTC LLC.²

On September 21, 2004, the Commission placed on public notice applications submitted
by the Applicants seeking consent to the transfer of control of certain Intelsat FCC-licensed
subsidiaries to Zeus and a Declaratory Ruling on foreign ownership ("Consolidated Application

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¹ 47 C.F.R. § 1.65.

² Concurrent with this amendment, the Applicants are filing amendments to the Consolidated
Application to seek consent to the transfer of control of licenses and authorizations currently held by Intelsat MTC
LLC to Zeus.

and Petition for Declaratory Ruling”).³ On November 6, 2004, the Applicants also responded by letter to a Commission request for additional information.⁴

At the time the Consolidated Application and Petition for Declaratory Ruling was placed on public notice, Intelsat MTC LLC did not hold any FCC licenses. However, an application was pending before the Commission seeking Commission consent to the assignment of various licenses and authorizations from Lockheed Martin Global Telecommunications LLC (“LMGT”) to Intelsat MTC LLC (the “ComGen Transaction”).⁵ Intelsat MTC LLC is an indirect wholly-owned subsidiary of Intelsat (Bermuda), Ltd., which is in turn wholly-owned by Intelsat. On October 27, 2004, the Commission granted Intelsat authority to consummate the ComGen Transaction.⁶ Pursuant to this grant, LMGT assigned the following two common carrier earth

³ Public Notice, Pleading Cycle Established, Intelsat, Ltd. Transferor, and Zeus Holdings Limited, Transferee, Seek FCC Consent to Transfer Control of Licenses and Authorizations and a Declaratory Ruling on Foreign Ownership, IB Docket No. 04-366, DA 04-3018, (rel. Sept. 21, 2004).

⁴ Letter from Tom W. Davidson, Counsel for Zeus Holdings Limited and Bert W. Rein, Counsel for Intelsat, Ltd., to Ms. Marlene H. Dortch, Secretary, FCC, IB Docket No. 04-366 (dated November 6, 2004) (the “Intelsat/Zeus Letter”); Letter from James L. Ball, Chief, Policy Division, International Bureau, FCC to Tom W. Davidson, Counsel for Zeus Holdings Limited and Bert W. Rein, Counsel for Intelsat, Ltd., IB Docket No. 04-366 (dated October 19, 2004).

⁵ Public Notice, Pleading Cycle Established, Applications of Comsat General Corporation, Lockheed Martin Global Telecommunications LLC, Comsat New Services, Inc., Intelsat LLC, and Intelsat MTC LLC to Assign Licenses and Authorizations and Request for a Declaratory Ruling on Foreign Ownership, DA 04-1873 (rel. June 25, 2004). This application also sought consent to the assignment of various licenses and authorizations from COMSAT General and Comsat New Services, Inc. to Intelsat LLC. Concurrent with this amendment, the Applicants are filing letters pursuant to Section 1.65 of the Commission’s rules to amend their pending Consolidated Application to include these licenses and authorizations.

⁶ Public Notice, Authorizations Granted, Applications of Comsat General Corporation, Lockheed Martin Global Telecommunications LLC, Comsat New Services, Inc., Intelsat LLC, and Intelsat MTC LLC to Assign Licenses and Authorizations and Request for a Declaratory Ruling on Foreign Ownership, DA 04-3418 (rel. Oct. 27, 2004).

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station authorizations and international Section 214 authorization to Intelsat MTC LLC on October 29, 2004:⁷

Part 25: Earth Station Licenses: call signs E960186, E960187

International Section 214 Authorization: File No. ITC-214-20001016-00636/File No. ITC-ASG-20040528-00235

In footnote 68 of the Consolidated Application, the Applicants indicated they would file a minor amendment to the Consolidated Application and Petition for Declaratory Ruling upon closing of the ComGen Transaction.⁸ Given that the ComGen Transaction now has closed, the Applicants hereby update the Consolidated Application and Petition for Declaratory Ruling, pursuant to Section 1.65 of the Commission's rules,⁹ to reflect the fact that Intelsat MTC LLC now holds satellite earth station licenses with call signs E960186 and E960187 and an international Section 214 authorization (ITC-214-1996123000657) and that the Applicants are seeking a declaratory ruling that the proposed indirect foreign ownership in Intelsat MTC LLC is in the public interest. Specifically, the Consolidated Application and Petition for Declaratory Ruling should be amended such that the term "Intelsat Licensees," as defined on page 2 of the Consolidated Application and Petition for Declaratory Ruling, is defined to include Intelsat MTC LLC, which now holds a Title II common carrier authorization and two Title III earth station licenses. For the sake of completeness, we have included as Attachment 1 principal place of

⁷ Letter from Jennifer D. Hindin, Wiley Rein & Fielding LLP, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 04-235 (filed Nov. 12, 2004) (notification of consummation of assignment of licenses and authorizations).

⁸ Consolidated Application for Consent to Transfers of Control of Holders of Title II and Title III Authorizations and Petition for Declaratory Ruling Under Section 310 of the Communications Act of 1934, as Amended, IB Docket No. 04-366 (filed Sept. 3, 2004).

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business showings for Intelsat MTC LLC, Intelsat General Corporation (formerly Intelsat Government Solutions Corporation),¹⁰ Intelsat USA Sales Corp., and Intelsat Global Sales & Marketing Ltd. Principal place of business showings for all other entities relevant to the proposed transaction are set forth in the Consolidated Application and Petition for Declaratory Ruling and the Intelsat/Zeus Letter.

In the Public Notice seeking comment on the Consolidated Application and Petition for Declaratory Ruling, the Commission acknowledged that these licenses and authorizations ultimately would be part of this proceeding.¹¹ No comments were filed in that proceeding by the filing deadline. The Applicants are filing the instant Section 1.65 update at the Commission's

⁹ 47 C.F.R. § 1.65.

¹⁰ On November 12, 2004, Intelsat Government Solutions Corporation officially changed its name to Intelsat General Corporation. *See* Letter from Jennifer D. Hindin, Counsel to Intelsat, to Marlene H. Dortch, Secretary, FCC, File No. ITC-214-20040528-00213 (filed Nov. 17, 2004).

¹¹ Public Notice, Intelsat, Ltd., Transferor, and Zeus Holdings Limited, Transferee, Seek FCC Consent to Transfer Control of Licenses and Authorizations and a Declaratory Ruling on Foreign Ownership, Pleading Cycle Established, IB Docket No. 04-366, DA 04-3018, fns. 4, 6 (rel. Sept. 21, 2004).

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request and with the understanding that another pleading cycle need not be established regarding the transfer of control of these licenses and authorizations to Zeus.

Sincerely,

Handwritten signature of Tom W. Davidson in black ink, followed by the word "FOR" in a handwritten style.

Tom W. Davidson
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Ave., N.W.
Washington, D.C. 20036
Counsel for Zeus Holdings Limited

Handwritten signature of Bert W. Rein in black ink, followed by the word "FOR" in a handwritten style.

Bert W. Rein
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
Counsel for Intelsat, Ltd.

cc: James Ball, Chief, Policy Division, International Bureau
Kathleen Collins, Policy Division, International Bureau
Neil Dellar, Transaction Team, Office of General Counsel
JoAnn Lucanik, Satellite Division, International Bureau
Jeff Tobias, Public Safety and Critical Infrastructure Division, Wireless Telecommunications
Bureau
John Kennedy, Experimental Licensing Branch, Office of Engineering and Technology
Susan O'Connell, Policy Division, International Bureau

Principal Place of Business Showings for Certain Intelsat Entities

Reporting Entity: INTELSAT MTC LLC

- (i) Country of organization: United States
- (ii) Citizenship of investment principals, officers and directors: United States
- (iii) Location of world headquarters: United States
- (iv) Location of tangible properties: United States
- (v) Location of greatest sales and/or revenues: United States

Reporting Entity: INTELSAT GENERAL CORPORATION (FORMERLY INTELSAT GOVERNMENT SOLUTIONS CORPORATION)

- (i) Country of organization: United States
- (ii) Citizenship of investment principals, officers and directors: United States
- (iii) Location of world headquarters: United States
- (iv) Location of tangible properties: United States
- (v) Location of greatest sales and/or revenues: United States

Reporting Entity: INTELSAT USA SALES CORP.

- (i) Country of organization: United States
- (ii) Citizenship of investment principals, officers and directors: One director is an Australian citizen. The other director and two officers are citizens of the United States.
- (iii) Location of world headquarters: United States
- (iv) Location of tangible properties: United States
- (v) Location of greatest sales and/or revenues: United States

Reporting Entity: INTELSAT GLOBAL SALES & MARKETING LTD.

- (i) Country of organization: England and Wales
- (ii) Citizenship of investment principals, officers and directors: One director is a citizen of the United Kingdom. The other director and one officer are citizens of the United States. The co-secretary is a corporate services entity organized under the laws of England and Wales that is affiliated with Intelsat Global Sales & Marketing Ltd.'s U.K. legal counsel.
- (iii) Location of world headquarters: United Kingdom
- (iv) Location of tangible properties: United Kingdom
- (v) Location of greatest sales and/or revenues: United Kingdom